

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

SEARS HOLDINGS CORPORATION, *et al.*

Debtors.<sup>1</sup>

Chapter 11

Case No. 18-23538 (RDD)

(Jointly Administered)

**AMENDED STIPULATION AND PRE-TRIAL SCHEDULING ORDER  
BETWEEN TRANSFORM AND GREENE CLASS ACTION PLAINTIFFS**

This Amended Stipulation and Order (the “Amended Stipulation”) is made as of March 25, 2020, by and among Transform Holdco LLC and its affiliates Transform SR Protection LLC and Transform SR LLC (collectively, “Transform”), and Nina and Gerald Greene in their capacity as class representatives in the action captioned *Greene v. Sears Protection Company, et al.*, U.S.D.C. N.D. Ill., Case No. 1:15-cv-02546 (the “Class Action”) (the “Class Representatives” and together with Transform, the “Parties”), on behalf of themselves and the classes they represent, by and through their respective undersigned counsel.

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

### **RECITALS**

WHEREAS, on February 8, 2019, the United States Bankruptcy Court for the Southern District of New York (the “Court”) entered an *Order (I) Approving the Asset Purchase Agreement Among Sellers and Buyer, (II) Authorizing the Sale of Certain of the Debtors’ Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts, and Leases in Connection Therewith and (IV) Granting Related Relief* [Docket No. 2507] (the “Sale Order”), attaching the approved asset purchase agreement as Exhibit B thereto [Docket No. 2507-1] (as may be amended, restated or amended and restated from time to time, the “APA”) approving the sale of substantially all of the assets of Sears Holding Corporation and its affiliated debtors (together, the “Debtors”) to Transform as set forth in the APA and the Sale Order;

WHEREAS, on December 13, 2019, the Class Representatives filed the *Class Representatives’ Motion for Relief from the Automatic Stay* [Docket No. 6212] (the “Motion”), seeking an order in order to proceed against Transform Holdco LLC in the prosecution of their claims in the Class Action;

WHEREAS, on January 21, 2020, Transform objected to the Class Representatives’ Motion by filing *Transform Holdco LLC’s Objection to the Class Representatives’ Motion for Relief from Automatic Stay* [Docket No. 6366] (together with the exhibits and declarations filed in connection therewith, the “Objection”);

WHEREAS, on February 20, 2020, the Court so-ordered that certain *Stipulation and Pre-Trial Scheduling Order Between Transform and Greene Class Action Plaintiffs* [Docket No. 7313] (the “Initial Scheduling Stipulation”) setting a schedule for discovery and briefing and a hearing on the Motion;

WHEREAS, in light of developments with respect to the COVID-19 pandemic, on March 12, 2020, the Parties agreed to adjourn the depositions contemplated under the Initial Scheduling Stipulation *sine die* and to meet and confer with respect to a revised schedule;

WHEREAS, on March 20, 2020, the Court issued General Order M-543 in recognition of the COVID-19 pandemic, among other things, directing parties with upcoming evidentiary hearings to contact the Court to inquire about whether such evidentiary hearing would proceed as scheduled;

WHEREAS, on March 23, 2020, the Parties contacted the Court to discuss the hearing scheduled for April 16, 2020 pursuant to the Initial Scheduling Stipulation;

**NOW THEREFORE**, based upon the foregoing recitals, which are incorporated as though fully set forth herein, it is hereby Stipulated and Agreed, and upon Court approval it shall be ordered, that all deadlines and dates set forth in the Initial Scheduling Stipulation are adjourned *sine die* and that the Parties shall meet and confer with respect to a revised schedule consistent with all instructions and directives from the Court and subject to the Court's schedule and availability. If, notwithstanding their good faith efforts to do so, they are unable to agree to a revised schedule, they shall promptly inform the Court by joint letter of the nature of the dispute and request a telephonic discovery conference.

IN WITNESS WHEREOF, this Amended Stipulation has been executed and delivered as of the date first above written.

Dated: March 25, 2020

Dated: March 25, 2020

CLEARY GOTTlieb STEEN & HAMILTON  
LLP

KAUFMAN COREN & RESS PC

By: /s/ Luke A. Barefoot

By: /s/ Benjamin M. Mather

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Sean A. O'Neal  
Luke A. Barefoot  
Benjamin S. Beller

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Benjamin M. Mather (admitted *pro hac vice*)  
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**SO ORDERED**

Dated: March 27, 2020  
White Plains, New York

*/s/Robert D. Drain*

THE HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE